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Proposed Co-Counsel for Debtors and Debtors in Possession

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION**

In re:)	
)	Chapter 11
GUITAR CENTER, INC. <i>et al.</i> , ¹)	
)	Case No. 20-34656 (KRH)
Debtors.)	
)	(Jointly Administered)

**NOTICE OF FILING OF SECOND AMENDED PLAN
SUPPLEMENT IN CONNECTION WITH JOINT PRE-PACKAGED
CHAPTER 11 PLAN OF REORGANIZATION OF GUITAR CENTER, INC. ET AL.**

PLEASE TAKE NOTICE THAT on December 7, 2020, as contemplated by the *Joint Pre-Packaged Chapter 11 Plan of Reorganization of Guitar Center, Inc. et al.* [Docket No. 16] (the “Plan”)² and the *Order: (I) Scheduling a Combined Hearing to Approve the Disclosure Statement and Confirm the Plan; (II) Establishing Objection Deadlines; (III) Approving the Form and Manner of Combined Notice; (IV) Approving Solicitation Procedures and Ballots;*

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Guitar Center Holdings, Inc. (3262); Guitar Center, Inc. (0862); Guitar Center Stores, Inc. (4340); GTRC Services, Inc. (9503); GC Business Solutions, Inc. (3928); Guitar Center Gift Card Company, LLC (3370); Music & Arts Instructor Services, LLC (7811); and AVDG, LLC (4440). The Debtors’ service address is 5795 Lindero Canyon Rd., Westlake Village, CA 91362.

² Capitalized terms used but not defined in this Second Amended Plan Supplement have the meanings ascribed to them in the Plan.

(V) *Approving Procedures for Assumption and Rejection of Executory Contracts and Unexpired Leases*; (VI) *Granting Certain Extensions*; and (VII) *Granting Related Relief* [Docket No. 82], the Debtors filed the *Notice of Filing of Plan Supplement in Connection with Joint-Prepackaged Chapter 11 Plan of Reorganization of Guitar Center, Inc. et al.* [Docket No. 183] (the “Initial Plan Supplement”).

PLEASE TAKE FURTHER NOTICE THAT on December 10, 2020, the Debtors filed the *Notice of Filing of Amended Plan Supplement in Connection with Joint-Prepackaged Chapter 11 Plan of Reorganization of Guitar Center, Inc. et al.* [Docket No. 227] (the “First Amended Plan Supplement”).

PLEASE TAKE FURTHER NOTICE THAT the Debtors hereby file this second amended Plan Supplement (the “Second Amended Plan Supplement,” and collectively with the Initial Plan Supplement and the First Amended Plan Supplement, as may be further amended, supplemented, or otherwise modified from time to time, the “Plan Supplement”) consisting of draft forms of the following documents:

Exhibit	Plan Supplement Document Forms
Exhibit H	List of Officers and Directors

PLEASE TAKE FURTHER NOTICE THAT the Debtors reserve the right to alter, amend, supplement, or otherwise modify any document filed as part of the Plan Supplement in accordance with the terms of the Plan and consistent with the terms and subject to the conditions set forth in the Restructuring Support Agreement and otherwise subject to the applicable consent rights set forth in the Restructuring Support Agreement; *provided that* if any document in the Plan Supplement is altered, amended, supplemented, or otherwise modified in any material respect prior to the date of the Combined Hearing, the Debtors will file a blackline of such document with the Court.

PLEASE TAKE FURTHER NOTICE THAT the Combined Hearing, at which the Court will consider confirmation of the Plan and approval of the Disclosure Statement will commence on **Thursday, December 17, 2020, at 9:00 a.m. (prevailing Eastern Time)**. The Combined Hearing may be continued from time to time without further notice other than by such adjournment being announced in open court or by the filing of a notice of adjournment with the Court. **Additional information regarding procedures for hearings before the Court, including telephonic and/or videoconference hearings consistent with the *Protocol in Response to Public Health Emergency*, in light of the ongoing public response to COVID-19 is available by visiting the Court’s website at: <http://www.vaeb.uscourts.gov/>.**

PLEASE TAKE FURTHER NOTICE THAT the documents contained in the Plan Supplement are considered an integral part of the Plan and, as such, are expected to be approved by the Court through the same order that will confirm the Plan.

PLEASE TAKE FURTHER NOTICE THAT copies of the documents contained in the Plan Supplement and all documents filed on the docket of these cases are available free of charge by visiting <https://cases.primeclerk.com/guitarcenter> or for a fee via PACER at <http://www.vaeb.uscourts.gov/>.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN CONTACT YOUR COUNSEL.

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Dated: December 16, 2020
Richmond, Virginia

/s/ Jennifer E. Wuebker

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Exhibit H

List of Officers and Directors

Pursuant to Article VI of the *Joint Pre-Packaged Chapter 11 Plan of Reorganization of Guitar Center, Inc. et al.* [Docket No. 16] (as amended, supplemented or otherwise modified from time to time, the “Plan”),³ and in accordance with Article IV.C of the Plan and section 1129(a)(5) of the Bankruptcy Code, the Debtors hereby disclose the identities and affiliations of the individuals proposed to serve as directors on the New Board of Reorganized Guitar Center and of the individuals proposed to serve as directors and officers of each Reorganized Debtor as of the Effective Date.

I. New Board of Reorganized Guitar Center

The following table discloses the identities and affiliations of the individuals proposed to serve as directors on the New Board of Reorganized Guitar Center as of the Effective Date:

Name and Title	Experience
<p>Ron S. Japinga <i>Director and Chief Executive Officer</i></p>	<p>Ron Japinga joined Guitar Center as the Executive Vice President of Supply Chain in 2014 and was appointed to Chief Executive Officer in 2016. Prior to working at Guitar Center, Mr. Japinga was VP, DMM at Macy’s from 1984 to 1996. From 1996 through 2001, he was VP GMM at DFS. He held positions at Kohls from 2001 through 2006 including Divisional Manager and VP. From 2006 through 2014, Mr. Japinga, worked at West Marine as EVP, Merchandising/ Planning and Supply Chain.</p>
<p>David B. Kaplan <i>Sponsor Support Party Director</i></p>	<p>David Kaplan has served as a director of Guitar Center Holdings, Inc. since April 2014. Mr. Kaplan is a Co-Founder of Ares, a Director and Partner of Ares Management Corporation (“<u>Ares Management</u>”) and Co-Chairman of the Private Equity Group of Ares Management. He is a member of the Executive Management Committee and Management Committee of Ares Management. He additionally serves on the Ares Management Private Equity Group’s Corporate Opportunities, Asia Private Equity and Special Opportunities Investment Committees. Mr. Kaplan joined Ares Management in 2003 from Shelter Capital Partners, LLC, where he was a Senior Principal from June 2000 to April 2003. From 1991 through 2000, Mr. Kaplan was a Senior Partner of, Apollo Management, L.P. and its affiliates, during</p>

³ Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

Name and Title	Experience
	<p>which time he completed multiple private equity investments from origination through exit. Prior to Apollo Management, L.P., Mr. Kaplan was a member of the Investment Banking Department at Donaldson, Lufkin & Jenrette Securities Corp. Mr. Kaplan currently serves as a member of the boards of directors of Number Holdings, Inc., the parent entity of 99 Cents Only Stores LLC, CHWR Group GP LLC, the indirect controlling entity of Cooper's Hawk Winery & Restaurants and Floor & Décor Holdings, Inc. Mr. Kaplan's previous public company Board of Directors experience includes Maidenform Brands, Inc. where he served as the company's Chairman, GNC Holdings, Inc., Dominick's Supermarkets, Inc., Stream Global Services, Inc., Orchard Supply Hardware Stores Corporation, Smart & Final, Inc. and Allied Waste Industries Inc. Mr. Kaplan also serves on the Board of Directors of Cedars-Sinai Medical Center and serves on the President's Advisory Group of the University of Michigan.</p> <p>Mr. Kaplan graduated with High Distinction, Beta Gamma Sigma, from the University of Michigan, School of Business Administration with a B.B.A. concentrating in Finance.</p>
<p>Abraham Zilkha <i>Sponsor Support Party Director</i></p>	<p>Abraham Zilkha has served as a director of Guitar Center Holdings, Inc. since April 2014. Mr. Zilkha is a Partner in the Private Equity Group of Ares Management. Prior to joining Ares Management in 2008, Mr. Zilkha worked for the Boston Consulting Group, where he focused on advising financial services and consumer goods companies in the US and in Canada. Mr. Zilkha currently serves on the Convergent Technologies GP LLC, the indirect controlling entity of Convergent Technologies LLC.</p> <p>Mr. Zilkha holds a Bachelor of Commerce from McGill University in Finance and an M.B.A. from Stanford University's Graduate School of Business.</p>
<p>Gabriel Dalporto <i>Sponsor Support Party Director</i></p>	<p>Gabriel Dalporto has served as a director of Guitar Center Holdings, Inc. since December 2018. Mr. Dalporto has served as Chief Executive Officer at Udacity since 2019. Prior to joining Udacity, Mr. Dalporto worked at LendingTree from 2011 to 2018, where he held several leadership roles, including Chief Marketing Officer and Chief Financial Officer. During his time at LendingTree, he</p>

Name and Title	Experience
<p>Shary Moalemzadeh <i>Carlyle Co-Investor Director</i></p>	<p>was instrumental in driving the company’s transition from a microcap, mortgage-focused marketplace to a multi-billion dollar, fully diversified financial services marketplace. During Mr. Dalporto’s tenure, LendingTree delivered a remarkable 6745% stock price appreciation, one of the highest of any publicly traded company. Mr. Dalporto joined the LendingTree Board in 2017 and continues to be an active board member there. Prior to joining LendingTree, Mr. Dalporto was Founder & CEO at Atomic Financial, Chief Marketing and Strategy Officer at Zecco Holdings, and served as a Vice President at Etrade and JPMorgan Chase.</p> <p>Mr. Dalporto holds a Bachelor’s degree in Nuclear Engineering from the University of Florida and a Master’s degree in Nuclear Engineering from MIT.</p> <p>Shary Moalemzadeh is a Partner at The Carlyle Group, Co-Head of Illiquid Credit Strategies, and Co-Head of Carlyle Strategic Partners, focusing on special situations investment opportunities. Prior to joining Carlyle, Mr. Moalemzadeh worked at Jacksons, Vestar Capital Partners, and in the Leveraged Finance Group at Merrill Lynch.</p> <p>Mr. Moalemzadeh currently serves on the boards of AFG Holdings, Basin Production & Completion, Liberty Tire, NORDAM Group, Service King, and Sterling LLC. He has previously served on the boards of numerous companies, including Diversified Machine, Inc., Dynamic Precision Group, Metaldyne Corporation, Prime Clerk, and Stellex Aerostructures, Inc.</p> <p>Mr. Moalemzadeh received a BS in finance and graduated <i>cum laude</i> from New York University’s Stern School of Business.</p>
<p>Evan Middleton <i>Carlyle Co-Investor Director</i></p>	<p>Evan Middleton is a Partner with Carlyle Strategic Partners, focusing on special situations investment opportunities. Prior to joining Carlyle, Mr. Middleton was with American Securities Opportunities Fund and Evercore Partners, and he began his career with Bowles Hollowell Conner. Since joining Carlyle, Mr. Middleton has led or been a key contributor to a number of Carlyle investments including control and non-control equity, structured and</p>

Name and Title	Experience
	<p>preferred equity, and debt financing transactions in companies across a broad range of industries. Mr. Middleton currently serves on the boards of AFG Holdings, Basin Production & Completion, Liberty Tire, and NORDAM Group, and previously served on the board of Prime Clerk.</p> <p>Mr. Middleton received a BA in mathematics and economics, with a minor in Japanese language, from the University of Virginia.</p>
<p>Jared Bernheim <i>Carlyle Co-Investor Director</i></p>	<p>Jared Bernheim is a Principal with Carlyle Strategic Partners, focusing on special situations investment opportunities. Prior to joining Carlyle, Mr. Bernheim was with Pegasus Capital Advisors, focusing on middle market private equity investments. Mr. Bernheim currently serves on the board of Directors of Sterling LLC.</p> <p>Mr. Bernheim graduated <i>magna cum laude</i> from the University of Pennsylvania with a BS in economics from The Wharton School, as well as a BS in engineering and a master's degree in biotechnology from the School of Engineering and Applied Science. He is a chartered financial analyst (CFA) charterholder.</p>
<p>Douglas Pardon <i>Brigade Co-Investor Director</i></p>	<p>Douglas Pardon is a Partner at Brigade Capital Management, Portfolio Manager for the High Yield and Opportunistic Credit strategies, is the Head of High Yield Research, and sits on the Brigade Investment Committee. In addition, Mr. Pardon is responsible for recruiting new credit analysts, and training research staff members on the Brigade investment process. Mr. Pardon joined Brigade in early 2007 as a senior analyst covering the retail, gaming, and leisure sectors and was promoted to head the High Yield Research Team in 2012. Prior to joining Brigade, Mr. Pardon was a Vice President/Senior Analyst in the High Yield Group at Lehman Brothers Asset Management. His sectors of responsibility included the healthcare, gaming/lodging/leisure, retail, consumer products, food/drug/tobacco and the services industries. Mr. Pardon also served as an Analyst in the Mergers and Acquisitions Group at Merrill Lynch & Co.</p>

Name and Title	Experience
	<p>Mr. Pardon received a BA in Finance with a minor in Accounting, magna cum laude, from the University of Notre Dame's Mendoza College of Business.</p>
<p>Raymond J. Garson <i>Brigade Co-Investor Director</i></p>	<p>Raymond Garson is a Partner at Brigade Capital Management, Senior Analyst, covering the healthcare sector. Mr. Garson's responsibilities include identifying, structuring and monitoring the fund's public and private investment opportunities across the healthcare sector. Prior to joining Brigade in 2009, Mr. Garson was a Managing Director, covering the healthcare industry at RBS Greenwich Capital from 2007 to April 2009. Additionally, Mr. Garson was an Executive Director in high yield research, covering healthcare and related companies at UBS Investment Bank from 1999 to 2007. Mr. Garson also worked at BT Alex. Brown and BancAmerica Robertson Stephens in a similar research capacity. Before joining BancAmerica's High Yield Group, Mr. Garson worked in BancAmerica's Principal Private Equity Subsidiary.</p> <p>Mr. Garson received a BA in Finance from Western Illinois University.</p>
<p>Matthew Perkal <i>Brigade Co-Investor Director</i></p>	<p>Matthew Perkal is a Partner at Brigade Capital Management, Senior Analyst, covering the consumer, retail, food and restaurant sectors. He has either sat on the board or been a board observer for several companies in which the firm is invested. As an analyst, Mr. Perkal previously covered the gaming and lodging sectors. Prior to joining Brigade in 2010, Mr. Perkal worked at Deutsche Bank as an Analyst in the Leveraged Finance Group and on the Leveraged Debt Capital Markets Desk, selling both bank and bond deals.</p> <p>Mr. Perkal received a BS in Economics with a concentration in Finance and Accounting from the University of Pennsylvania's Wharton School.</p>

II. Officers of Reorganized Debtors

Except as noted herein, the Debtors' existing officers shall continue in their current capacities as such of the respective Reorganized Debtors, subject to the ordinary rights and powers of the New Board to remove or replace them in accordance with the New Corporate Governance

Documents and any other applicable agreements. On the Effective Date, each officer's compensation shall be substantially the same as such officer's compensation immediately prior to the Petition Date, subject to the Management Incentive Plan.